

# CODE OF CONDUCT AND ETHICS

## I. Overview of Your Obligations

This Code of Conduct and Ethics (the “Code”) is designed to promote honest, ethical and lawful conduct by all employees, volunteers, officers and directors of the Metropolitan Council on Jewish Poverty and all of its affiliated entities (collectively the “Agency”).

Independent contractors, consultants and agents who represent the Agency are expected to apply the same high standards while working with the Agency. This Code sets forth broad guidelines for ethical conduct, which form the basis for, rather than supersede or materially alter, the detailed Agency policies and procedures set forth in the Employee Handbook.

You are personally accountable for adherence to all provisions of the Code. You may not use agents, independent contractors, consultants or others to do indirectly what you could not do directly under the Code or other applicable law, rule, regulation or policy.

You are required to complete a certificate attesting to compliance with the Code upon becoming an employee, volunteer, officer or director and, thereafter, on an annual basis.

At all times, you are expected to:

- Comply with all applicable laws, regulations and policies.
- Avoid conflicts between your personal interests and those of the Agency.
- Be truthful in all communications including disclosures in reports filed by the Agency with governmental entities.
- Adhere to restrictions on political activities.
- Protect and use properly Agency’s assets.
- Maintain a safe, healthy and affirmative workplace.
- Ensure the integrity of accounting practices, books and records and record retention.
- Seek guidance where necessary to ensure compliance with the Code.
- Promptly report any violation of this Code.

The Agency encourages the communication of good-faith concerns relating to the lawful and ethical conduct of its business and protects those who communicate such concerns from any retaliation, discrimination, harassment or intimidation for such reporting.

You may report alleged Code violations in any of the following ways:

**1. Ethics Hotline** *(If you wish you may report matters to the Hotline anonymously):*

Phone or fax: 844-MET-COUNCIL

Online: [ethicshotline.org/MetCouncil](http://ethicshotline.org/MetCouncil)

Email: [metcouncil@myeccho.org](mailto:metcouncil@myeccho.org)

Address: ATTN: Met Council, PO Box 932, Glenview IL 60025-0932

**2. Your Supervisor**

**3. Chief Human Resources Officer** (Stacey Jerrold):  
[sjerrold@metcouncil.org](mailto:sjerrold@metcouncil.org); 212-453-9583

**4. General Counsel and Chief Compliance Officer** (Debra L.W. Cohn):  
[dcohn@metcouncil.org](mailto:dcohn@metcouncil.org); 212-453-9514

**5. Chair of the Agency's Audit Committee** (Susan Frieden):  
[susanfrieden8@gmail.com](mailto:susanfrieden8@gmail.com)

It is not possible to anticipate every application of the Code. Therefore, whenever there is a question about the meaning of the Code or a possible violation, you are encouraged to seek guidance from your supervisor, the Chief Human Resources Officer or the General Counsel and Chief Compliance Officer. To obtain appropriate guidance, you should fully disclose all of the relevant facts.

Failure to follow this Code, as well as failure to comply with federal, state and city laws and the Agency's policies and procedures, may result in disciplinary action, up to and including termination of employment or termination of Board service.

## **II. Compliance with Law, Regulations and Policies**

You are required to comply with all applicable laws, regulations and the policies and procedures set forth in the Handbook, including those relating to Conflict of Interest, Whistleblower, Non-Discrimination and Equal Opportunity, Bans on Political Activities, Confidentiality and Document Retention.

Specifically, it is a violation of this Code if you take the following actions in your business dealings on behalf of the Agency with respect to government contracts or otherwise:

- Solicit or accept personal kickbacks, rebates or any form of "under-the-table" payment, either directly or indirectly, in connection with any contract between the Agency and the City, State, Federal and other governmental entities ("government"), including cash payments and any other service or thing of value which may be intended to influence the actions of such person;
- Fail to strictly comply with all laws, rules and regulations relevant to the performance of government contracts, including, but not limited to, those related to political contributions, payment of prevailing wages, worker and workplace health and safety and M/WBE compliance;
- Fail to take measures to ensure that employees and subcontractors possess all required current and valid licenses and permits;
- File with a government office or employee any document that intentionally contains a false statement, false information and/or a false claim;
- Intentionally falsify business records;
- Violate the City's Procurement Policy Board Rules;
- Induce or attempt to induce a government employee to violate Chapter 68 of the New York City Charter or engage in any conduct that would constitute a conflict of interest under the Code;

- Give, or offer to give, gifts, money, gratuities or any other benefit to any public servant, including, but not limited to, a public servant who is an employee or official of a political subdivision or governmental entity with which the Agency currently conducts, has conducted or may conduct business;
- Give, or offer to give, money, gratuities or any other benefit to any public servant, including, but not limited to, an official in a labor organization and/or a labor official that has represented, represents or may represent the Agency or their employees, except that nothing herein shall prohibit the Agency's employees from giving a gift that is customary on family and social occasions to a family member or close personal friend;
- Make, attempt to make or execute any agreement or participate in any scheme that seeks to rig bids, restrain trade by collusion or unfair trade or labor practices or prevent the lowest responsible bidder from obtaining a contract, except that nothing herein shall prevent the Agency from lawfully protesting an award to another bidder deemed by the City to be the lowest responsible bidder;
- Take any actions in conflict with the Agency's obligations under any contract with any government entity or any such subcontract between the Agency and another individual or entity performing work for any government entity; or
- Intentionally breach any contract between the Agency and any government entity or any subcontract between the Agency and another individual or entity for work on a government project.

The Agency will immediately notify the New York City Department of Investigation if the Agency or any of its directors, officers, employees or agents are (a) subpoenaed, interviewed, questioned or otherwise contacted by any government agency, official and/or employee in connection with any investigation or proceeding involving, or related to, allegations of a lack of honesty or business integrity, whether of a criminal, civil or administrative nature, whether or not the Agency and/or any of its respective directors, officers, employees or agents are, or are believed to be, the subject or target of any such investigation or proceeding or (b) are notified or otherwise learn that the Agency and/or any of its respective directors, officers, agents or employees are under investigation for any alleged violation of criminal law related to or concerning the business activities of the Agency.

The Agency and its directors, officers and employees must immediately report to the City: (a) any suspected or actual unethical conduct or other impropriety with respect to any contract and (b) any suspected or actual crime related to or concerning the business activities of the Agency, whether allegedly committed by an employee of the Agency, a subcontractor, vendor, labor official, City employee, other government employee or anyone else.

The Agency will diligently investigate the nature of any charges of criminal activity made by a government investigative or prosecutorial agency against any Agency director, officer or employee to determine whether such charges concern business-related activities or would otherwise bear upon the business integrity of the Agency. In the event that such charges concern business-related activities or would otherwise bear upon the business integrity of the Agency, except to the extent prohibited by a lawful collective-bargaining agreement, any involved director, officer or employee shall be placed on a leave of absence pending resolution of the criminal charges against such person and, upon conviction, be terminated.

### III. Avoidance of Conflicts of Interest

You are expected to exercise good judgment and adhere to the highest ethical standards in your activities on behalf of the Agency as well as in your personal activities outside of work.

You have an obligation to disclose any activity, agreement, business investment or interest or other situation that might cause you or others to perceive you to place your own interests or those of another above your obligations to the Agency.

While it is not possible to describe all potential conflicts, a conflict of interest may arise whenever you take action or have interests that may make it difficult to perform your work objectively or when you or a member of your family (such as a spouse, significant other, child, parent or sibling) receives improper personal benefits as a result of your position or relationship with the Agency. The purpose of the Conflict of Interest Policy is to identify actual or potential conflicts and address them.

#### Examples of Potential Conflicts of Interest include:

- **Business Interests:** An actual or perceived conflict may arise when you or your family have a financial interest in any enterprise, contract or transaction to which the Agency is a party. Any transaction that results in an individual employee's receiving a benefit not only is prohibited but also may impair the Agency's tax-exempt status. Business interests may include serving as a board member of a company, investments, joint ventures or other financial interests.
- **Outside Employment:** Employees may hold outside jobs provided that such jobs do not create a conflict of interest or interfere with employment at the Agency. You may not hold an outside job or engage in outside work during regular business hours or with Agency resources, nor may you hold an outside job with an Agency affiliate, client, partner, vendor or funding agency. For purposes of this policy, outside employment includes employment of all types, whether salaried employee, fee for service or consultancy.
- **Serving on a Board of a Not-for-Profit or Other Community Service:** Participation in community activities generally is encouraged by the Agency. Such activities may be problematic, however, if they encroach on time or attention which employees should be devoting to Agency business; adversely affect the quality of your work; compete with the Agency's business, imply Agency sponsorship or support without express approval by the Agency; or adversely affect the reputation of the Agency. As discussed below, this includes political activities and interaction with elected officials.
- **Accepting Gifts and Entertaining Business Contacts:** No employee may solicit or accept personal gifts of significant value in excess of \$50 (fifty dollars), lavish entertainment or other benefits from parties that transact or seek to transact business with the Agency including, but not limited to, elected officials and public employees. Gifts of money may never be accepted, regardless of the amount.

You may entertain parties that transact or seek to transact business with the Agency only with the approval of your supervisor. Generally, this entertainment should be consistent with accepted business practices and not violate any law or generally accepted ethical standards and not embarrass the Agency. However, all entertainment with a prospective service provider is prohibited during the RFP process.

- **Nepotism:** The Agency's executives and their relatives may not serve on the Agency's Board of Directors or any Board committee with authority to recommend personnel actions affecting the employee's job. The aforementioned executives' family members are also prohibited from serving on the Board of any one of the entities for which Met Council serves as a fiscal conduit.

Although the Agency may hire family members or the significant others of existing employees, we are committed to diligently monitoring situations in which relatives work in the same department, office or area to avoid actual or perceived bias or conflicts of interest. To avoid actual or potential problems, the Agency will take prompt action. This may include reassignment or, if necessary, termination of employment for one or both employees. In no case may an employee exercise supervisory, managerial or other authority over a family member or significant other, unless that person is an unpaid volunteer. For purposes of this policy, a member of the Board of Directors of the Agency is deemed to exercise authority over all employees of the Agency.

#### **Conflict-of-Interest Disclosure Statement**

To enable the Agency to assess whether a particular situation may give rise to a conflict of interest, employees and directors must complete an annual Conflict of Interest Disclosure Statement.

In completing this Statement, you must disclose all your outside activities, employment and business interests, and those of your immediate family members, where you believe a conflict or the appearance of a conflict may exist.

Where the appearance of a conflict may exist, employees must disclose the nature of the conflict to the General Counsel and Chief Compliance Officer and receive approval to continue with the activity or transaction. Board members will need to disclose the nature of any conflict to the Audit Committee so that it can take any appropriate action. The potentially conflicted person may not be present at the Committee deliberation over the matter.

Failure to disclose accurately or completely may result in immediate and appropriate discipline, up to and including termination of employment.

#### **IV. Adherence to Restrictions on Political Activities**

The Agency is recognized as a public charity with section 501(c)(3) status. To preserve this special status, certain rules related to political activities must be followed.

First, the Agency may not support or oppose any political candidate through political contributions, activities or other ways. The following guidelines have been created to ensure that no activities are conducted that may violate this mandate, or give the appearance of violating it, while reasonably preserving the rights of employees to participate in the political process:

- The Chief Executive Officer and the CEO's direct reports must disclose annually any financial contributions made to any political campaign to the General Counsel and Chief Compliance Officer who will submit a report to the Department of Investigations.
- Staff may participate in the political process by publicly endorsing or opposing any candidate for public office, provided that these guidelines are followed:
  - There should be no connection, whether formal, informal or perceived, between your professional responsibilities at the Agency and your personal political involvement.
  - You may not, for political purposes, use Agency office space, materials or other resources, including telephones, computers, office equipment, supplies, letterhead, stationery, memo pads or other items. You may not conduct political business while you are on duty for the Agency, including circulating petitions, solicitations or any emails on behalf of any political candidate.
  - You may not use the fundraising resources of the Agency in any way for political campaigns and should avoid giving the impression that you may be able to do so. You are asked to avoid any political fundraising that may put you into contact with contributors with whom you interface in your Agency assignment.

## **V. Protection and Proper Usage of the Agency's Assets**

You may use the Agency's assets only for business purposes and not for personal use, political use, use by another or for an improper or illegal purpose.

The Agency's assets include tangible assets, such as office equipment, supplies and facilities, as well as intangible assets, such as intellectual property, trade secrets, reputation and business information (electronic or otherwise). You are not permitted to remove, dispose of or destroy anything of value belonging to the Agency without the Agency's prior written consent.

### ***A. Confidential Information/Privacy***

You must diligently protect the security and integrity of all confidential data consistent with legal and ethical standards. Confidential information includes all non-public information learned as an employee, volunteer, officer or director of the Agency. It includes, but is not limited to, client information, donor information, financial information about the Agency including budget and payroll, Board information and other Agency information about discussions and decisions among employees, volunteers, officers and directors. Confidential information may include documents, notes, files, records, oral or electronic information or similar materials.

You must not use or disclose any confidential information to any person or entity outside the Agency, or otherwise remove it during or after employment with the Agency, except with written authorization by the Chief Human Resources Officer or the General Counsel or Chief Compliance Officer or as may be otherwise required by law or regulation. You may not use confidential information for your own personal benefit or the benefit of persons or entities outside the Agency.

### ***B. Outside Communication***

In compliance with all applicable laws, regulations and rules, the Agency is committed to providing full, fair and accurate disclosure in all public communications. To this end, employees may not answer questions from the media, donors, potential donors or any other members of the public, unless specifically authorized to do so. If you receive such an inquiry, you should obtain the contact information and immediately notify the Chief Executive Officer or his or her designee.

When you speak on issues in a public forum in your professional capacity, such as at a town hall, in an email, newsletter or on the Internet, you are bound by the Agency's policies including, but not limited to, those concerning confidentiality, conflict of interest, ethics, anti-harassment and non-discrimination and restrictions on political activities.

### ***C. Computer Network Use, Integrity and Security***

The Agency reserves the right to monitor or review any and all data and information contained on any employee's computer or other electronic device issued by the Agency. Access to Agency systems will be revoked, and disciplinary action may be taken, if such systems are used to commit illegal acts or used to violate the nondiscrimination, harassment or any other terms of this Code.

## **VI. Maintenance of a Safe, Healthy and Affirmative Workplace**

The Agency is committed to providing a safe, orderly, diverse and tolerant work environment, free of discrimination or harassment and in which all are treated with respect and dignity.

Managers have a special responsibility to make fair decisions, encourage lawful and ethical behavior and set an example of personal conduct in the workplace.

Discrimination against any Agency employee or any person with whom the Agency has business dealings on the basis of race, religion, color, national origin, ancestry, gender, sexual orientation, marital status, veteran status, age, physical or mental disability or mental condition, pregnancy, alienage or citizenship status, creed, genetic predisposition or carrier status or any other classification made unlawful by federal, state or local laws is strictly prohibited. This applies to all areas of employment, including hiring, training, scheduling, advancement, compensation, benefits, discipline and termination.

Harassment or violence in the workplace is strictly forbidden. Unwelcome advances, such as requests for sexual favors and other verbal or physical conduct of a sexual nature, may also be forms of sexual harassment and are forbidden. Conduct that may create an uncomfortable situation or hostile work environment, such as inappropriate comments, jokes or physical contact, may be forms of workplace harassment, even where such actions are not intended to have that effect. Employees should avoid any actions or words that might be interpreted by another as harassment.

The Agency is committed to providing a drug-free work environment. The illegal possession, distribution or use of any controlled substances on the Agency's premises or at Agency functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace is not in the Agency's best interest and violates this Code.

All accidents, injuries or concerns about unsafe equipment, practices, conditions or other potential hazards should be immediately reported to an appropriate supervisor.

## **VII. Ensuring the Integrity of Accounting Practices, Books and Records and Record Retention**

Every employee is expected to support the Agency's efforts in fully and fairly describing the financial condition of the Agency in compliance with applicable accounting principles, laws, rules and regulations and making full, fair, accurate, timely and understandable disclosure in reports filed with regulatory agencies and other communications.

To ensure that the Agency may rely upon the integrity of its financial records, you are responsible for reporting any data accurately and in a timely manner. This includes reporting your hours worked and reimbursable expenses. You shall support all transactions with accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. The Agency's system of internal accounting controls, including compensation controls, must be followed at all times. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action, up to and including termination.

The Agency's Document Retention Policy governs the maintenance, alteration and destruction of any Agency document including email and other electronic documents. Documents relevant to any pending, threatened or anticipated litigation, investigation or audit shall not be destroyed for any reason. If you have questions or concerns regarding possible improper



alteration or destruction of records, you should contact a responsible supervisor, the Chief Human Resources Officer or the General Counsel and Chief Compliance Officer.

### **VIII. Seeking Guidance and Reporting Concerns: Whistleblower Policy**

Met Council is committed to the highest standards of ethical conduct. All directors, employees, consultants and volunteers are expected to act in accordance with all applicable laws and regulations, and with the policies of the Agency, at all times, and to assist in ensuring that the Agency conducts its business accordingly.

To ensure that any wrongdoing is identified, investigated and corrected, the Agency has established a Whistleblower Policy. This Policy requires directors, officers, employees, consultants and volunteers to make good-faith reports of possible violations of law or infractions of rules or Agency policies by any person associated with the Agency. You may raise any concerns you may have about such matters confidentially and without fear of intimidation, retaliation, harassment or discrimination; any person who engages in any such retaliatory action is subject to serious disciplinary action, up to and including termination. You also may make reports through this process regarding inappropriate acts or possible violations of the law or established policy by individuals or entities with which the Agency does business, such as volunteers, vendors, service providers, consultants or agents.

Any director, officer, employee, consultant or volunteer who has engaged in, or who reasonably suspects any other director, officer, employee, consultant or volunteer or grantee of violating, a law, regulation, ethical rule, the Code of Conduct and Ethics set forth in this Handbook, and/or any and all policies of the Agency, must report such activity as soon as possible. Such activity may include, but is not limited to, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Agency), fraud, theft, embezzlement, bribery, kickbacks, abuse or misuse of Agency assets, conflicts of interest, suspected compliance or ethics-related issues, concerns of violations or any other illegal or unethical conduct.

To encourage reports of suspected wrongdoing, the Agency has established several avenues to receive Whistleblower reports. You may report alleged Code violations in any of the following ways:

**1. Ethics Hotline** *(If you wish you may report matters to the Hotline anonymously\*)*:

Phone or fax: 844-MET-COUNCIL

Online: [ethicshotline.org/MetCouncil](http://ethicshotline.org/MetCouncil)

Email: [metcouncil@myeccho.org](mailto:metcouncil@myeccho.org)

Address: ATTN: Met Council, PO Box 932, Glenview IL 60025-0932

**2. Your Supervisor**

**3. Chief Human Resources Officer** (Stacey Jerrold):

[sjerrold@metcouncil.org](mailto:sjerrold@metcouncil.org); 212-453-9583

**4. General Counsel and Chief Compliance Officer** (Debra L.W. Cohn):  
[dcohn@metcouncil.org](mailto:dcohn@metcouncil.org); 212-453-9514

**5. Chair of the Agency's Audit Committee** (Susan Frieden):  
[susanfrieden8@gmail.com](mailto:susanfrieden8@gmail.com)

You may contact the outside entity (*anonymously if you wish*\*):

*\* While you may report a third party's violation anonymously, you do not satisfy your obligation to report your own violation of law, regulation or policy of the Agency by submitting an anonymous report.*

All the reports, wherever made, will be forwarded to the General Counsel and Chief Compliance Officer who shall promptly forward to the Audit Committee Chair any alleged Code violations, including Whistleblower reports or possible conflicts of interest. Allegations of Code violations will be reviewed and investigated by the General Counsel and Chief Compliance Officer or, in appropriate circumstances, by the Agency's Audit Committee of the Board of Directors. The Agency will investigate all reports in a timely and sensitive manner. Confidentiality will be maintained throughout the investigation to the extent reasonable and practicable, under the circumstances, and consistent with appropriate investigative and corrective action. In assessing the reports, the Audit Committee may consider all relevant facts and circumstances, including the identity of the alleged wrongdoer, the seriousness of the alleged offense and, where relevant, its effect on the Agency's reputation or financial statements. In connection with any such report, the Audit Committee and the General Counsel and Chief Compliance Officer may obtain the assistance of any member of the Agency's management who is not the subject of the report and may retain independent advisors.

Upon completion of an investigation, the Audit Committee or the General Counsel and Chief Compliance Officer will take appropriate corrective action including disciplinary action, up to and including termination and, where appropriate, make referrals to outside individuals and agencies. To the extent appropriate, the person who reported an alleged Code violation will be informed of the results of the investigation and any corrective action. The General Counsel and Chief Compliance Officer will present to all Board Officers and the Audit Committee an annual summary of all reports received and other information as required.

Our Whistleblower Policy—with its multiple options to submit reports of wrongdoing, confidential and timely investigations and its prohibitions against retaliation and intimidation—is designed to encourage good-faith reports of wrongdoing so that, with the help of employees, the Agency may identify and correct any problems that may arise.

## POTENTIAL CONFLICT OF INTEREST

All employees of the Metropolitan Council on Jewish Poverty must read this page and complete, sign and return the Disclosure Statement found below annually to the General Counsel and Chief Compliance Officer.

### **Overview:**

The Metropolitan Council on Jewish Poverty Code of Conduct and Ethics addresses potential conflicts of interest including, but not limited to, outside employment, community activities, service on the boards of a not-for-profit agency and public office.

To enable the Agency to assess whether a particular situation may give rise to a conflict of interest, employees must complete an annual Potential Conflict of Interest Disclosure Statement. In completing this Statement, you must disclose all your outside activities, employment and business interests, and those of your immediate family members, where you believe a conflict or the appearance of a conflict may exist. Where the appearance of a conflict may exist, employees must receive from the General Counsel and Chief Compliance Officer approval to continue with the activity or transaction. Failure to disclose accurately or completely may result in immediate and appropriate discipline, up to and including termination of employment.

**DISCLOSURE STATEMENT** (Page 1 of 2)

I have read the Metropolitan Council on Jewish Poverty Code of Conduct and Ethics and understand I have an obligation to disclose any activity, agreement, business investment or interest or other situation that might cause me or others to perceive me to place my own interests or those of another above my obligations to Met Council.

**I do \_\_\_\_\_ do not \_\_\_\_\_** have a financial interest in any enterprise, contract or transaction to which the Agency is a party. (This includes but is not limited to serving as a board member of a company, investments, joint ventures or other financial interests).

*If you checked "I do," disclose the interest(s):*

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**I do \_\_\_\_\_ do not \_\_\_\_\_** hold an outside job which may create a conflict of interest or interfere with employment at the Agency.

*If you checked "I do," disclose the outside job(s):*

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**I do \_\_\_\_\_ do not \_\_\_\_\_** serve on a board of a not-for-profit or participate in community service or political activities.

*If you checked "I do," disclose the activity:*

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**I will** abide by the limitations on political activities and contributions set forth in the Code of Conduct and Ethics and the Employee Handbook.

**I have \_\_\_\_\_ have not \_\_\_\_\_** solicited or accepted a gift of value in excess of \$50 (fifty dollars) from any person or entity that transacts or seeks to transact business with the Agency including any elected officials or public employees

*If you checked "I have," disclose the gift(s):*

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**None of my relatives** serve on the Board of Directors or any board committee for the Agency, including any entity for which Met Council serves as a fiscal conduit.

*(continued on next page)*

**DISCLOSURE STATEMENT CONTINUED** *(Page 2 of 2)*

**To complete this statement**, I am disclosing the following activities or interests of mine or my immediate family members where a conflict or the appearance of a conflict may exist:

*(Attach additional sheets if necessary.)*

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I have completed this disclosure form accurately and completely; all the representations herein are truthful.

I agree to advise the General Counsel and Chief Compliance Officer promptly of any change in my circumstances during the year regarding my outside employment, community involvements or other activities which may create a potential conflict of interest.

***(Please print)*** Employee Name \_\_\_\_\_

Employee Signature \_\_\_\_\_

Date \_\_\_\_\_